

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC, *et al.*,

*Debtors.*¹

Chapter 11

Case No. 22-10493 (CTG)

Jointly Administered

BAYSIDE CAPITAL, INC. and CERBERUS
CAPITAL MANAGEMENT, L.P

Plaintiffs-Appellants,

v.

TPC GROUP INC.,

Defendant-Appellee,

-and-

THE AD HOC NOTEHOLDER GROUP,

*Intervenor-Defendant-
Appellee.*

Civ. Case No. 22-_____

Adv. Pro. No. 22-50372 (CTG)

**MOTION OF APPELLANTS BAYSIDE CAPITAL, INC. AND CERBERUS CAPITAL
MANAGEMENT, L.P. FOR LEAVE TO EXCEED WORD LIMITS FOR MOTION TO
STAY EFFECTIVENESS AND ENFORCEMENT OF ORDER AND JUDGMENT
PENDING APPEAL**

¹ The Debtors in these Chapter 11 cases, and the last four digits of their federal tax identification numbers, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77042.

Appellants Bayside Capital, Inc. and Cerberus Capital Management, L.P. (the “Appellants”), by and through their undersigned counsel, hereby submit this motion (the “Motion”) for entry of an order authorizing the Appellants to exceed the word count limit of Rule 8013(f)(3)(A) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in connection with the *Emergency Motion of Appellants Bayside Capital, Inc. and Cerberus Capital Management, L.P. For Stay of Effectiveness and Enforcement of Order Pending Appeal Pursuant To Bankruptcy Rule 8007* (the “Stay Motion”), concurrently filed herewith. In support of its Motion, the Appellants respectfully state as follows:

1. Rule 7.1.3(f) of the Local Rules of Civil Practice and Procedure of the United States District Court for the District of Delaware (the “Local Rules”) states that documents filed in bankruptcy appeals shall conform to the Bankruptcy Rules. Bankruptcy Rule 8013(f)(3)(A) provides that “a motion or a response to a motion produced using a computer must include a certificate under Rule 8015(h) and not exceed 5,200 words[.]” The Stay Motion contains approximately 9,500 words.

2. Local Rule 7.1.3(f) further provides “that this Court may accept documents that do not meet all of the requirements of Federal Rule of Bankruptcy Procedure 8015.”

3. The legal issues involved in this case and the expedited timing requested by the Stay Motion justify exceeding the word count limitations of Rule 8013. The Stay Motion includes the complex legal arguments necessary to analyze indentures and security documents numbering well into the hundreds of pages, to support a stay of the underlying Bankruptcy Court order, and to protect the Appellants’ right to receive the bargained-for value of collateral proceeds, which is protected by the Fifth Amendment. These legal arguments were previously addressed in extensive briefing and lengthy argument before the Bankruptcy Court related to the

Appellants' complaint and competing motions to dismiss and summary judgment motions from all parties to this appeal, as well as a subsequent stay motion before the Bankruptcy Court. In addition, the present Stay Motion provides an extensive background of the procedural status of the Chapter 11 case and adversary proceeding in the Bankruptcy Court. The detailed background is necessary to provide sufficient context for this Court to rule on the Stay Motion at the outset of this appeal.

4. Accordingly, Appellants respectfully request that the Court authorize Appellants exceed the word count limit of Rule 8013(f)(3)(A) for the Stay Motion.

Respectfully submitted,

Dated: July 13, 2022

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ Timothy P. Cairns

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